Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , **and ending**

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return
[ ] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
ALBERT & PAMELA BENDICH CHARITABLE TRUST
C/O ALAN H. HAMMERMAN

Number and street (or P O box number if mail is not delivered to street address): 2700 PATRIOT BLVD.
Room/suite: 310

City or town, state, and ZIP code: GLENVIEW, IL 60026

A Employer identification number
20-6085762

B Telephone number
847-729-0600

C If exemption application is pending, check here ▶ [ ]
D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 521,818.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis.)

SCANNED MAY 12 2010

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received			N/A	
2 Check ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	3,287.	3,287.		STATEMENT 1
4 Dividends and interest from securities	20,629.	20,629.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	0.			
b Gross sales price for all assets on line 6a 218.				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 **Total.** Add lines 1 through 11	23,916.	23,916.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 3	7,500.	7,500.		0.
b Accounting fees STMT 4	1,475.	1,475.		0.
c Other professional fees				
17 Interest				
18 Taxes STMT 5	129.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 6	169.	90.		0.
24 **Total operating and administrative expenses.** Add lines 13 through 23	9,273.	9,065.		0.
25 Contributions, gifts, grants paid	84,275.			84,275.
26 **Total expenses and disbursements.** Add lines 24 and 25	93,548.	9,065.		84,275.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-69,632.			
b **Net investment income** (if negative, enter -0-)		14,851.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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02-02-10 LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions.** Form **990-PF** (2009)

08490505 758237 03B2405 2009.03051 ALBERT & PAMELA BENDICH CHA 03B24051

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	80.	205.	205.
	2	Savings and temporary cash investments	286,187.	76,785.	76,785.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 8	30,181.	30,181.	121,086.
	c	Investments - corporate bonds STMT 9	200,000.	200,000.	185,880.
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans STMT 10	0.	88,926.	87,349.
	13	Investments - other STMT 11	0.	50,522.	49,817.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 12)	840.	696.	696.
	16	**Total assets** (to be completed by all filers)	517,288.	447,315.	521,818.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	517,288.	447,315.	
	30	**Total net assets or fund balances**	517,288.	447,315.	
	31	**Total liabilities and net assets/fund balances**	517,288.	447,315.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	517,288.
2	Enter amount from Part I, line 27a	2	-69,632.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	447,656.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	341.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	447,315.

Part IV | Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	RETURN OF PRINCIPAL GNMA	P	VARIOUS	VARIOUS
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	218.		218.	0.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				0.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	0.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

Part V | Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	157,459.	33,015.	4.769317
2007	136,613.	439,373.	.310927
2006	9,979.	294,212.	.033918
2005	150.	198,636.	.000755
2004	4,982.	103,354.	.048203

2 Total of line 1, column (d)	2	5.163120
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	1.032624
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	21,196.
5 Multiply line 4 by line 3	5	21,887.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	149.
7 Add lines 5 and 6	7	22,036.
8 Enter qualifying distributions from Part XII, line 4	8	84,275.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)**			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	149.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	149.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	149.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 360.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	360.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	211.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 211. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? N/A	13		

Website address ▶ N/A

14 The books are in care of ▶ ALAN HAMMERMAN Telephone no. ▶ 847-729-0600

Located at ▶ 2700 PATRIOT BLVD STE 310, GLENVIEW, IL ZIP+4 ▶ 60026

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A 0.

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a During the year did the foundation (either directly or indirectly):				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
If "Yes," list the years ▶ ____, ____, ____, ____				
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ALAN H. HAMMERMAN 2700 PATRIOT BLVD, SUITE 310 GLENVIEW, IL 60026	TRUSTEE 0.00	0.	0.	0.
ADRIENNE KEFFELER 923 20TH AVENUE EAST SEATTLE, WA 98112	TRUSTEE 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	9,591.
b	Average of monthly cash balances	1b	11,928.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	21,519.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	21,519.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	323.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,196.
6	**Minimum investment return.** Enter 5% of line 5	6	1,060.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,060.
2a	Tax on investment income for 2009 from Part VI, line 5 2a 149.		
b	Income tax for 2009. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	149.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	911.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	911.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	911.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	84,275.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	84,275.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	149.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	84,126.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					911.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				0.	
b Total for prior years: ___ , ___ , ___			0.		
3 Excess distributions carryover, if any, to 2009:					
a From 2004					
b From 2005					
c From 2006					
d From 2007	106,402.				
e From 2008	156,290.				
f **Total** of lines 3a through e		262,692.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 84,275.					
a Applied to 2008, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2009 distributable amount					911.
e Remaining amount distributed out of corpus		83,364.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		346,056.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		346,056.			
10 Analysis of line 9:					
a Excess from 2005					
b Excess from 2006					
c Excess from 2007	106,402.				
d Excess from 2008	156,290.				
e Excess from 2009	83,364.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

ALBERT AND PAMELA BENDICH C/O ALAN H. HAMMERMAN
2700 PATRIOT BLVD, SUITE 310, GLENVIEW, IL 60026

b The form in which applications should be submitted and information and materials they should include:

WRITTEN REQUEST

c Any submission deadlines:

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

NONE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 13				
Total			▶ 3a	84,275.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3,287.	
4 Dividends and interest from securities					20,629.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		3,287.	20,629.

13 Total. Add line 12, columns (b), (d), and (e) 13 23,916.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	EXCESS FUNDS ARE INVESTED IN INTEREST BEARING ACCOUNTS PRIOR TO APPROVAL OF CONTRIBUTIONS TO QUALIFIED CHARITIES. IN THIS WAY, THERE ARE MORE FUNDS AVAILABLE FOR DONATION.

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes [X] No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Alan H. Hammerman 5-6-10 Trustee

Signature of officer or trustee Date Title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ▶ ☐	Preparer's identifying number
[signature]	5/5/10		P00358090
Firm's name (or yours if self-employed), address, and ZIP code: WEISS & COMPANY LLP, 2700 PATRIOT BOULEVARD-SUITE 400, GLENVIEW, ILLINOIS 60026		EIN ▶	
		Phone no.	847-441-8800

Form **990-PF** (2009)

923622
02-02-10

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
ALBANY BANK INTEREST	27.
ALBANY CD INTEREST	1,420.
LESS ACCRUED INTEREST	-336.
SMITH BARNEY INTEREST	2,176.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3,287.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SMITH BARNEY DIVIDENDS	20,629.	0.	20,629.
TOTAL TO FM 990-PF, PART I, LN 4	20,629.	0.	20,629.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	7,500.	7,500.		0.
TO FM 990-PF, PG 1, LN 16A	7,500.	7,500.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,475.	1,475.		0.
TO FORM 990-PF, PG 1, LN 16B	1,475.	1,475.		0.

FORM 990-PF — TAXES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	129.	0.		0.
TO FORM 990-PF, PG 1, LN 18	129.	0.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FEE	15.	0.		0.
INVESTMENT EXPENSE	90.	90.		0.
BANK CHARGE	64.	0.		0.
TO FORM 990-PF, PG 1, LN 23	169.	90.		0.

FORM 990-PF — OTHER DECREASES IN NET ASSETS OR FUND BALANCES — STATEMENT 7

DESCRIPTION	AMOUNT
DECREASE DUE TO PRIOR YEAR TAXES PAID	241.
LATE FILLING PENALTY	100.
TOTAL TO FORM 990-PF, PART III, LINE 5	341.

FORM 990-PF — CORPORATE STOCK — STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GENERAL ELECTRIC CO	11,961.	34,799.
JOHNSON & JOHNSON	12,659.	77,292.
NOKIA CORP SPONSORED ADR	5,561.	8,995.
TOTAL TO FORM 990-PF, PART II, LINE 10B	30,181.	121,086.

FORM 990-PF | CORPORATE BONDS | STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BANK OF AMERICA CORP SER J	100,000.	89,200.
BANK OF AMERICA CORP SER H	100,000.	96,680.
TOTAL TO FORM 990-PF, PART II, LINE 10C	200,000.	185,880.

FORM 990-PF | MORTGAGE LOANS | STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GNMA	88,926.	87,349.
TOTAL TO FORM 990-PF, PART II, LINE 12	88,926.	87,349.

FORM 990-PF | OTHER INVESTMENTS | STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CAPITAL WORLD GROWTH AND INCOME FUND	COST	15,078.	14,909.
EUROPACIFIC GROWTH FUND	COST	15,236.	14,810.
NEW PRESPECTIVE FUND	COST	15,177.	15,092.
SMALL CAP WORLD FUND	COST	5,031.	5,006.
TOTAL TO FORM 990-PF, PART II, LINE 13		50,522.	49,817.

FORM 990-PF | OTHER ASSETS | STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FIT DEPOSIT	840.	360.	360.
DUE FORM BROKER	0.	336.	336.
TO FORM 990-PF, PART II, LINE 15	840.	696.	696.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALAMEDA COUNTY FOOD BANK P.O. BOX 2599 OAKLAND, CA 941290917	NONE FOOD FOR NEEDY		750.
ALAMEDA COUNTY MEALS ON WHEELS 6955 FOOTHILL BLVD, SUITE 300 OAKLAND, CA 94605	NONE FOOD FOR ELDERLY		250.
ALLEY CAT ALLIES 7920 NORFOLK AVENUE BETHESDA, MD 208142525	NONE ANIMAL PROTECTION		500.
AMNESTY INTERNATIONAL 5 PENN PLAZA NEW YORK, NY 10001	NONE PROMOTE PEACE		1,500.
ASPCA P.O. BOX 97288 WASHINGTON, DC 200907288	NONE ANIMAL PROTECTION		750.
BERKELEY EAST BAY HUMANE SOCIETY 2700 NINTH STREET BERKELEY, CA 94710	NONE ANIMAL PROTECTION		500.
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON ROAD KANAB, UT 847815000	NONE ANIMAL PROTECTION		500.
CANINE COMPANIONS FOR INDEPENDENCE P.O. BOX 446 SANTA ROSA, CA 954020446	NONE ASSISTANCE FOR DISABLED		1,000.

CLAREMONT CANYON CONSERVANCY P. O. BOX 5551 BERKELEY, CA 94705	NONE WILDLIFE CONSERVATION	250.
CORY WHITE MEMORIAL SCHOLARSHIP FUND EL DIAMANTE HIGH SCHOOL 5100 WEST WHITENDALE AVE VISALIA, CA	NONE SCHOLARSHIP	5,000.
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE NEW YORK, NY 10001	NONE MEDICAL ASSISTANCE	2,500.
FINCA 1101 FOURTEENTH STREET, NW WASHINGTON, DC 20005	NONE SOCIAL AND LEGAL JUSTICE	1,000.
GEYSERVILLE VOLUNTEER FIREFIGHTERS ASSOC. P.O. BOX 1042 GEYSERVILLE, CA 95441	NONE COMMUNITY ASSISTANCE	250.
GLIDE FOUNDATION 330 ELLIS STREET SAN FRANCISCO, CA 94102	NONE ASSISTANCE TO INDIGENT	500.
HABITAT FOR HUMANITY 121 HABITAT STREET AMERICUS, GA 317093498	NONE HOUSING FOR DISADVANTAGED	1,500.
HEIFER INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK, AR 72202	NONE SOCIAL AND LEGAL JUSTICE	1,000.
IN DEFENSE OF ANIMALS 3010 KERNER BLVD SAN RAFAEL, CA 94901	NONE ANIMAL PROTECTION	500.
INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND STREET NEW YORK, NY 101681289	NONE SOCIAL AND LEGAL JUSTICE	375.

ISLAND CAT RESOURCE ADOPTION P.O. BOX 1093 ALAMEDA, CA 94501	NONE ANIMAL PROTECTION	250.
MARIN AGRICULTURAL LAND TRUST P.O. BOX 809 POINT REYES STATION, CA 94956	NONE ENVIROMENTAL PROTECTION	1,000.
MARINE MAMMAL CENTER 1065 FORT CRONKHITE SUSALITO, CA 949652697	NONE MARINE MAMMAL RESCUE	100.
MARKET FOUNDATION 85 PIKE STREET STE 500 SEATTLE, WA 981012096	NONE COMMUNITY PRESERVATION	500.
NAMI CALIFORNIA 1010 HURLEY WAY, SUITE 195 SACRAMENTO, CA 958253218	NONE MENTAL HEALTH SUPPORT	500.
NATIONAL AUDUBON SOCIETY P.O. BOX 41543 PHILIDELPHIA, PA 191019711	NONE WILDLIFE CONSERVATION	750.
NATIONAL WILDLIFE FEDERATION 11100 WILDELIFE CENTER DRIVE RESTON, VA 201905362	NONE WILDLIFE CONSERVATION	2,500.
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10001	NONE ENVIROMENTAL PROTECTION	2,500.
NORTHWEST HARVEST P.O. BOX 12272 SEATTLE, WA 981029913	NONE FOOD BANK	500.
OCEAN CONSERVANCY 1300 19TH STREET, NW 8TH FLOOR WASHINGTON, DC 20036	NONE WILDLIFE CONSERVATION	250.

OXFAM P.O. BOX 7011 ALBERT LEA, MN 560078011	NONE FIGHT HUNGER	2,500.
PARTNERS IN HEALTH 641 HUNTINGTON AVENUE BOSTON, MA 02115	NONE MEDICAL ASSISTANCE	5,000.
PLANNED PARENTHOOD 434 WEST 33RD STREET NEW YORK, NY 10001	NONE POPULATION CONTROL AND EDUCATION	500.
PROJECT OPEN HAND P.O. BOX 642910 SAN FRANCISCO, CA 941642910	NONE ASSISTANCE TO AIDS PATIENTS	500.
SEATTLE HUMANE SOCIETY 13212 SE EASTGATE WAY BELLEVUE, WA 980054408	NONE ANIMAL PROTECTION	500.
SIERRA CLUB FOUNDATION 85 SECOND STREET, SUITE 750 SAN FRANCISCO, CA 94105	NONE ENVIROMENTAL PROTECTION	2,500.
THE CARTER CENTER P.O. BOX 47339 ATLANTA, GA 303629806	NONE PROMOTE PEACE AND HUMAN RIGHTS	750.
THE NATURE CONSERVANCY P. O. BOX 17056 BALTIMORE, MD 212970482	NONE CONSERVATION	2,500.
THE SAN FRANCISCO SPCA 2500 16TH STREET SAN FRANCISCO, CA 94103	NONE ANIMAL PROTECTION	2,500.
THE YOSEMITE FUND P.O. BOX 60000 SAN FRANCISCO, CA 941603602	NONE CONSERVATION	500.

UNION OF CONCERNED SCIENTISTS P.O. BOX 4123 WOBURN, MA 01888	NONE PROMOTE CLEAN AIR	1,000.
WILDCARE 76 ALBERT PARK LANE SAN RAFAEL, CA 949013929	NONE ANIMAL PROTECTION	250.
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BOULEVARD BRONX, NY 10460	NONE CONSERVATION	1,500.
WORLD WILDLIFE FUND 1250 TWENTY-FOURTH STREET NW, P.O. BOX 96555 WASHINGTON, DC 200777760	NONE ANIMAL PROTECTION	2,500.
UNITUS 220 W MERCER ST, SUITE W-500 SEATTLE, WA 98119	NONE FIGHT GLOBAL POVERTY	15,000.
AMFAR 120 WALL ST, 13TH FLOOR NEW YORK, NY 10005	NONE AIDS RESEARCH	2,500.
CALIFORNIA STATE PARK FOUNDATION 50 FRANCISCO STREET, SUITE 110 SAN FRANCISCO, CA 94133	NONE CONSERVATION	500.
DEFENDERS OF WILDLIFE 1130 17TH STREER, NW WASHINGTON, DC 20036	NONE PRESERVATION OF WILDLIFE	750.
DEMOCRACY NOW 207 W 25TH ST, FLOOR 11 NEW YORK, NY 10001	NONE PUBLIC MEDIA	1,000.
FHCRC 1100 FAIRVIEW AVE. N, PO BOX 19024 SEATTLE, WA 98109	NONE CANCER RESEARCH	250.

PROGRAM FOR EARLY PARENT SUPPORT 4649 SUNNYSIDE AVE. N, #324 SEATTLE, WA 98103	NONE COMMUNITY ASSISTANCE	10,000.
PEACE ACTION EDUCATION FUND 1100 WAYNE AVE, SUITE 1020 SILVER SPRING, MD 20910	NONE PROMOTE PEACE	1,000.
PEOPLE FOR THE AMERICAN WAY 2000 M STREET NW, SUITE 400 WASHINGTON, DC 20036	NONE SOCIAL AND LEGAL JUSTICE	500.
RAINFOREST ACTION NETWORK 221 PINE STREET, 5TH FLOOR SAN FRANCISCO, CA 94104	NONE CONSERVATION	500.
ROSE FOUNDATION 6008 COLLEGE AVE, SUITE 10 OAKLAND, CA 94618	NONE COMMUNITY ASSISTANCE	500.
SALK INSTITUTE PO BOX 85800 SAN DIEGO, CA 92186	NONE BIOLOGICAL STUDIES	500.
SUSAN G. KOMEN FOR THE CURE 5005 LBJ FREEWAY, SUITE 250 DALLAS, TX 75244	NONE BREAST CANCER SUPPORT	600.
UNITED FARM WORKERS 29700 WOODFORD-TEHACHAPI RD KEENE, CA 93531	NONE SOCIAL JUSTICE	200.
TOTAL TO FORM 990-PF, PART XV, LINE 3A		84,275.